

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

BROWN RUDNICK LLP

Robert J. Stark, Esq.

Kenneth J. Aulet, Esq.

Bennett S. Silverberg, Esq.

Seven Times Square

New York, NY 10036

Telephone: (212) 209-4800

Fax: (212) 209-4801

Email: rstark@brownrudnick.com

kaulet@brownrudnick.com

bsilverberg@brownrudnick.com

Counsel for the Official Committee of Unsecured Creditors

-and-

GENOVA BURNS LLC.

Daniel M. Stolz, Esq.

Donald W. Clarke, Esq.

Gregory S. Kinoian, Esq.

110 Allen Rd., Suite 304

Basking Ridge, NJ 07920

Telephone: (973) 230-2095

Fax: (973) 533-1112

Email: DStolz@genovaburns.com

DClarke@genovaburns.com

GKinoian@genovaburns.com

Local Counsel for the Official Committee of Unsecured Creditors

BROWN RUDNICK LLP

Stephen D. Palley, Esq.

601 Thirteenth Street, NW

Washington, DC 20005

Telephone: (617)536-1766

Fax: (617)289-0466

Email: spalley@brownrudnick.com

In re:

BLOCKFI INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-19361 (MBK)

Jointly Administered

**DECLARATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE RETENTION OF MILLER NASH LLP
AS SPECIAL LOCAL WASHINGTON COUNSEL**

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: BlockFi Inc. (0015); BlockFi Trading LLC. (2487); BlockFi Lending LLC (5017); BlockFi Wallet LLC (3231); BlockFi Ventures LLC (9937); BlockFi International Ltd. (N/A); BlockFi Investment Products LLC (2422); BlockFi Services, Inc. (5965) and BlockFi Lending II LLC (0154). The location of the Debtors' service address is 201 Montgomery Street, Suite 263, Jersey City, NJ 07302.

The signatories below, being of full age, on behalf of the Official Committee of Unsecured Creditors certify as follows:

1. This Declaration is submitted provided pursuant to Section D.2 of the U.S. Trustee Guidelines, promulgated by the U.S. Trustee. I am informed by Genova Burns, LLC, local bankruptcy counsel, that the U.S. Trustee Guidelines require that any application for employment of an attorney under section 327 or 1103 of the Bankruptcy Code be accompanied by a verified statement from the client that addresses the number of firms the client interviewed.
2. In connection with certain proceedings by the Department of Justice to seize funds from the Debtor, in the United States District Court for the Western District of Washington, in the matter captioned, *United States v. Sergei Potapenko, et al.*, 2:22-CR-00185-RSL (W.D. Wa. Oct. 27, 2022), the Committee was informed that the Committee is obligated to retain local counsel to those proceedings to represent their interests before that court.
3. In that regard, the Committee considered at least one other potential firm. Miller Nash, LLP represented that it has significant experience appearing before the court in Washington, possessed an in-depth knowledge of the local practice and procedure, and could operate within the timeframe needed. The Committee has been assured that the applicant's billing rates and material terms for the engagement are comparable to the applicant's billing rates and terms for other non-bankruptcy engagements and to the billing rates and terms of other comparably skilled professionals.
4. The Committee has approved the general staffing plan by Miller Nash as detailed in their original retention documents, as well as the supplement filed contemporaneously herewith. The Committee intends to continue to require updated staffing plans to supervise the applicant's fees and expenses and to manage costs.
5. Based on the foregoing, the Committee is of the opinion that it is necessary for the Committee to employ Miller Nash, LLP as their Washington counsel and that such employment is in the best interest of the Committee and these bankruptcy estates.

Date: June 23, 2023

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS**

/s/ Elisabeth Carabas .
Elisabeth Carabas, solely in her capacity as Co-Chair of the Official Committee of Unsecured Creditors of BlockFi Inc., *et al.*

/s/ Brendon Ishikawa.
Brendon Ishikawa solely in his capacity as Co-Chair of the Official Committee of Unsecured Creditors of BlockFi Inc., *et al.*